TRANSCRIPT PREPARED BY THE CLERK OF THE LEGISLATURE Transcriber's Office

February 8, 1999 LB 422

nonprofit corporations. This is not the C corporations or S corporations that you may have for your businesses. This is not that. This is a nonprofit corporations which organizations may be organized under. In 1959, the way the act read was the power to alter, amend or do other things to the bylaws were done, and the power to chink those changes in the bylaws were vested in the board of directors. In 1996, updated, for the first time, the model act and we approved the model act and it said that you had to have both the board of directors and the membership make the changes. Now, the bill's been out there for awhile, it's been used, and the organizations affected by this came back to me and said, we like the new model act, but for we find this to be inconvenient and we're not sure we understand why the change was made from allowing the board of directors only to make the change in the bylaws, and now you require the vote of the membership and the board of directors, because for many of these groups they may not have annual meetings, or they may only meet once a year and, from a convenience point of view, this didn't make a lot of sense and they asked to have their convenience reinstated that they had years before. That's what this bill does. This bill goes back and would allow...if the articles of incorporation allow it then the board of directors can make the changes in the bylaws. And so this is sort of a take it or leave it. This isn't forcing those nonprofits to do anything. They can just sit the way they are today. They don't have to make any changes. the addition in the law is that if the articles of incorporation allow for it, then the board of directors can make the necessary changes in the bylaws, except for the following things: board of directors can't change the number of directors; the composition of the board; the term of the directors; or the method, in any way, in which the directors are elected or selected. In other words, they can't impact their own election and the numbers and things that would really relate to the structure of the nonprofit corporation. And so this is not a mandate down to the nonprofits. They don't have to all go out and change their bylaws. But, if their bylaws do allow it and their articles allow it, they can go out and make the necessary changes and allow that the board of directors or the membership can amend the corporate bylaws. I'd be happy to answer any questions and that would be the extent of my close...or my opening. Thank you, Mr. President.